To: The Research Committee
The Office of the Chief Scientist
Jerusalem

Relating to projects that have been financed by or are currently being financed by the Office of the Chief Scientist of the Ministry of Industry, Trade and Labor (the **"OCS")** פתרון להגנה רשתית על data center בסביבת מחשב וירטואלית בsdn - No. 52456 and to projects of the Company (as this term is defined below) that may be financed by the OCS in the future (the **"Projects").**

Undertaking

We, the undersigned, of Truesec Investment LLC a company incorporated, organized and existing under the laws of the United States of America and whose registered office is at 1 Shaul Hamelekh St. Tel Aviv, Israel ("**Truesec**"), having, by an agreement dated November 5, 2013 committed to invest in Guardicore Ltd. (the **"Company"),** in exchange for 187,905 Preferred A Shares of the Company;

Recognizing that the Company's research and development Projects are currently, have been or will be financially supported by the Government of the State of Israel, through the OCS under and subject to the provisions of The Encouragement of Research and Development in Industry Law 5744-1984 (the **"R&D Law")** and the regulations, rules and procedures promulgated there under;

Recognizing that the R&D Law places strict constraints on the transfer of know-how and/or production rights, making all such transfers subject to the absolute discretion of the OCS' research committee (the **"Research Committee"),** acting in accordance with the aims of the R&D Law and requiring that any such transfer receive the prior written approval of the Research Committee;

Hereby declare and undertake:

1. To observe strictly all the requirements of the R&D Law and the regulations, rules and procedures promulgated there under, as applied to the Company and as directed by the Research Committee, in particular those requirements stipulated under Sections 19, 19A and 19B of the R&D Law relating to the prohibitions on the transfer of know-how and/or production rights.
2. As a shareholder of the Company, to make all reasonable efforts that the Company shall observe strictly all the requirements of the R&D Law and the regulations, rules and procedures promulgated there under, as applied to the Company and as directed by the Research Committee, in particular those requirements stipulated under Sections 19, 19A and 19B of the R&D Law relating to the prohibitions on the transfer of know-how and/or production rights.

Date	Name (Block Letters) and Signature of Authorized Company Representative and Company Seal